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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

12 In Re
13 SEEQPOD, INC.
14 Debtor

CASE NO. 09-52226 RLE
Chapter 7

**DECLARATION OF WILLIAM E.
RAINEY IN SUPPORT OF THE
PURCHASE OF DEBTOR'S ASSETS FREE
AND CLEAR BY INTERTRUST
TECHNOLOGIES CORPORATION**

I, William E. Rainey, declare under the penalty of perjury as follows:

1. I have personal knowledge of the matters stated herein, except those matters stated on information and belief, and if called as witness, I would and could testify competently to the same.

2. I am Senior Vice President and General Counsel of Intertrust Technologies Corporation ("Intertrust"), purchaser herein. My business address is 955 Stewart Drive, Sunnyvale, California 94085.

3. Intertrust is the winning bidder at the Trustee's auction for all or substantially all of the assets of Seeqpod, the Debtor herein ("Debtor"). I have been responsible for overseeing all aspects of the negotiations with the Trustee in purchasing the Debtor's assets. I am therefore authorized and qualified to make this declaration on behalf of Intertrust.

1 4. I have been advised by counsel that Intertrust is not an "insider" of the Debtor, as
2 that term is defined in Section 101 of the Bankruptcy Code.

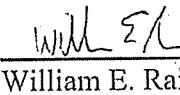
3 5. The purchase price that Intertrust has agreed to pay for the Debtor's assets was
4 reached as a result of competitive biddings at the auction, and after good faith, arm's-length
5 negotiations with the Trustee. The purchase price was not controlled by any agreement or
6 collusion between Intertrust and any other potential or actual bidders. Accordingly, neither
7 Intertrust nor, to my knowledge, the Trustee has engaged in any improper conduct that would
8 cause or permit Intertrust asset purchase or any part of the transaction to be avoided under
9 Section 363(n) of the Bankruptcy Code.

10 I declare under penalty of perjury that the foregoing is true and correct to the best of my
11 knowledge, information, and belief, and that this declaration was executed in Sunnyvale,
12 California, on the date set forth below.

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Dated: 8/25/10


William E. Rainey

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